



The David J. Joseph Company



June 6, 2005

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0006

RECORDATION NO. 24804-B FILED

JUN 07 '05

2-43 PM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Please find enclosed, two (2) originals of the Memorandum of Amendment No. 2 to Railroad Equipment Lease dated as of June 6, 2005 between the following parties:

Lessee: American Ecology Corporation
Lake Pointe Centre
1 East Mallard Drive; Suite 300
Boise, ID 83706

Lessor: Joseph Leasing Ltd.
300 Pike Street
Cincinnati, OH 45202

Please see exhibit A for the equipment, (152) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Amendment No. 2 to Railroad Equipment Lease dated as of June 6, 2005 related to one hundred fifty-two (152) railcars bearing reporting marks: DJJX 9706-19176, sporadic; DJLX 98504-98548, sporadic; JTLX 50-4058, sporadic; JTLX 30100-30174, inclusive.

Please file this as a secondary document under the Recordation Number 24804-B, as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 24804 through 24804-A..

The filing fee for this document in the amount of \$33.00 is included on Check No. 571888. Please return a stamped original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6062.

Sincerely,

Julie M. Woodard
Documentation Coordinator

Enclosures

Rail Equipment Group

300 Pike Street
Cincinnati, OH 45202-4214
Phone (513) 419-6200
Fax (513) 419-6221

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**MEMORANDUM OF
AMENDMENT NO. 2 TO
RAILROAD EQUIPMENT LEASE**

SURFACE TRANSPORTATION BOARD

This **MEMORANDUM OF AMENDMENT NO. 2 TO THE RAILROAD EQUIPMENT LEASE** ("Memorandum of Amendment No. 2") entered into this 6th day of June, 2005, is intended to evidence the amendment dated as of May 23, 2005 (the "Amendment No. 2"), between **JOSEPH LEASING LTD.**, an Ohio limited liability company ("Lessor"), and **AMERICAN ECOLOGY CORPORATION**, a Delaware corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the one hundred fifty-two (152) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

FURTHER, the Memorandum of Railroad Equipment Lease (the "Memorandum of Lease") between Lessor and Lessee, was duly filed with the Surface Transportation Board ("STB") with Recordation No. 24804. Subsequently, the Memorandum of Amendment No. 1 to the Railroad Equipment Lease was duly filed with the STB on February 10, 2004 with Recordation No. 24804-A. This Memorandum of Lease Amendment No. 2 should receive Recordation No. 24804-B.

IN WITNESS WHEREOF, Lessor pursuant to due corporate authority, has executed this Memorandum of Amendment No. 2 on the date indicated below its signature.

JOSEPH LEASING LTD.

By: Angela D. Watts

Date: June 6, 2005

Name: Angela D. Watts

Title: Secretary

STATE OF OHIO

COUNTY OF HAMILTON

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)
)

SS:

The foregoing instrument was acknowledged before me this 6th day of June, 2005, by Angela D. Watts, Secretary of Joseph Leasing Ltd., an Ohio limited liability company, on behalf of the company.

Julie M Woodard
Notary Public

My Commission expires:

9/24/07



JULIE M. WOODARD
Notary Public, State of Ohio
My Commission Expires
September 24, 2007

EXHIBIT A

To the Memorandum of Amendment No. 2 dated June 6, 2005, between Joseph Leasing Ltd. and American Ecology.

DESCRIPTION OF EQUIPMENT:

One hundred fifty-two (152), 52' mill gondolas bearing reporting marks:

DJJX009706
DJJX009747
DJJX009797
DJJX019041
DJJX019045
DJJX019109
DJJX019154
DJJX019174
DJLX098504
DJLX098508
DJLX098509
DJLX098515
DJLX098519
DJLX098531
DJLX098542
DJLX098548
JTLX000057
JTLX000086
JTLX000094
JTLX000127
JTLX000151
JTLX000152
JTLX000156
JTLX000166
JTLX000177
JTLX000185
JTLX000186
JTLX000188
JTLX000232
JTLX000234
JTLX000236
JTLX000239
JTLX000250
JTLX000252
JTLX000254
JTLX000257

JTLX000260
JTLX000263
JTLX000264
JTLX000266
JTLX000267
JTLX000268
JTLX000270
JTLX000271
JTLX000273
JTLX000274
JTLX000275
JTLX000276
JTLX000277
JTLX000278
JTLX000279
JTLX000283
JTLX004051
JTLX004058

JTLX030100–JTLX030174, inclusive

DJJX019046
DJJX019058
DJJX019091
DJJX019156
DJJX019176
DJLX098506
DJLX098524
JTLX000050
JTLX000074
JTLX000080
JTLX000105
JTLX000118
JTLX000130
JTLX000141
JTLX000168
JTLX000170
JTLX000175
JTLX000192
JTLX000194
JTLX000240
JTLX000261
JTLX000262
JTLX000265